

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

July 24, 1992

17902.
RECORDATION NO. FILED/1488

JUL 28 1992 -2 55 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. Lee:

Enclosed is a Memorandum of Lease of Railroad Equipment dated as of June 22, 1992 between the following parties:

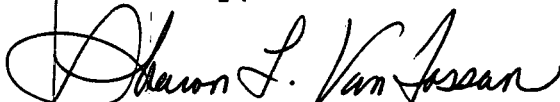
Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3500 San Francisco, CA 94111
Lessee:	Wheeling and Lake Erie Railway Company 100 East 1st Street Brewster, OH 44616

The equipment involved in this transaction is as follows:

Equipment:	Twelve (12) Covered Hopper Cement Railcars (See Annex A for Car Numbers)
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Please file this agreement as a primary document. The filing fee of \$16.00 is included in the enclosed check.

Sincerely,


Sharon L. Van Fossan
Contract Administrator

svf
Enclosures (2)

JUL 28 1992 -2 55 PM

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of June 22, 1992 (the "Lease") between Helm Financial Corporation, a California corporation (the "Lessor"), and Wheeling and Lake Erie Railway Company, a Pennsylvania corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor is the owner of the twelve (12) covered ~~seat~~ cars, more fully described in Annex A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

hopper jn

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of June 22, 1992.

LESSOR

HELM FINANCIAL CORPORATION

By:

By: *[Signature]*

Title: President

LESSEE

WHEELING AND LAKE ERIE RAILWAY
COMPANY

By: *[Signature]*

Title: President

ANNEX A

to

Memorandum of Lease of Railroad Equipment

Dated as of June __, 1992

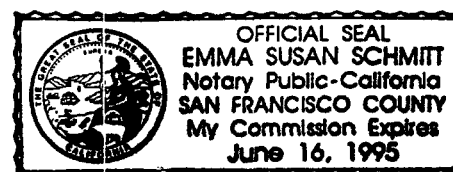
<u>Equipment Description</u>	<u>Equipment Numbers</u>
Twelve (12), 2,000 cubic	WE 93856
foot, 70-ton capacity,	WE 93883
roller bearing, covered	WE 93898
cement railcars originally	WE 93918
built in 1959.	WE 93918 - ?
	WE 93941
	WE 99620
	WE 99650
	WE 99665
	WE 99718
	WE 99764
	WE 99765

STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On this 22nd day of June, 1992, before me personally appeared Richard C. Kirchner, to me personally known, who, being by me duly sworn, says that he is President of **HELM FINANCIAL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Emma Susan Schmitt
Notary Public

My Commission Expires: June 16, 1995



[Notarial Seal]

STATE OF OHIO)
) §
COUNTY OF STARK)

On this 17 day of June, 1992, before me personally appeared Larry A. Parsons, to me personally known, who, being by me duly sworn, says that he is President of **WHEELING AND LAKE ERIE RAILWAY COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Paula Keller
Notary Public

My Commission Expires: Oct. 18, 1995

[Notarial Seal]